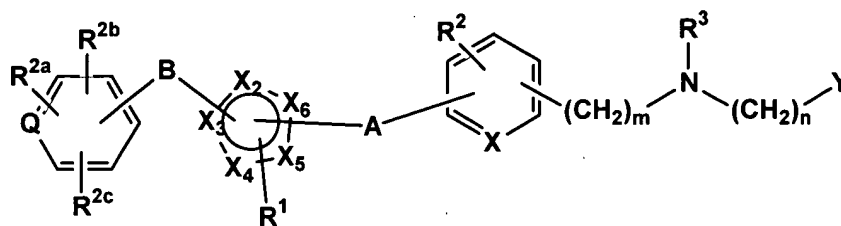


AMENDMENTS TO CLAIMS

Claim 1. (Currently Amended) A compound which has the structure



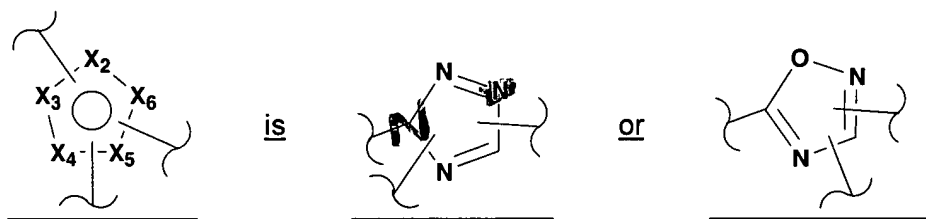
wherein m is 0, 1 or 2; n is 0, 1 or 2;

Q is C;

A is $(\text{CH}_2)_x$ where x is 1 to 5 or A is $(\text{CH}_2)_x$ where x¹ is 1 to 5 with an alkenyl bond or an alkynyl bond embedded anywhere in the chain, or A is $(\text{CH}_2)_x^2\text{-O-(CH}_2)_x^3$ where x² is 0 to 5 and x³ is 0 to 5, provided that at least one of x² and x³ is other than 0 $(\text{CH}_2)_x^2\text{-O-}$ where x² is 0 to 5;

B is a bond or is $(\text{CH}_2)_x$ $(\text{CH}_2)_x^4$ where x⁴ is 1 to 5;

X is CH;



~~X₂ is C, N, O or S;~~

~~X₃ is C, N, O or S;~~

~~X₄ is C, N, O or S;~~

~~X₅ is C, N, O or S;~~

~~X₆ is C, N, O or S;~~

~~provided that at least one of X₂, X₃, X₄, X₅ and X₆ is N; and at least one of X₂, X₃, X₄, X₅ and X₆ is C;~~

R¹ is H or alkyl;

R² is H, alkyl, alkoxy, halogen, amino or substituted amino or cyano;

R^{2a}, R^{2b} and R^{2c} may be the same or different and are selected from H, alkyl, alkoxy, halogen, amino or substituted amino or cyano;

R^3 is selected from H, alkyl, arylalkyl, aryloxy carbonyl, alkyloxy carbonyl, alkynyloxy carbonyl, alkenyloxy carbonyl, aryl carbonyl, alkyl carbonyl, aryl, heteroaryl, cycloheteroalkyl, heteroaryl carbonyl, heteroaryl-heteroarylalkyl, alkyl carbonylamino, aryl carbonylamino, heteroaryl carbonylamino, alkoxy carbonylamino, aryloxy carbonylamino, heteroaryloxy carbonylamino, heteroaryl-heteroaryl carbonyl, alkylsulfonyl, alkenylsulfonyl, heteroaryloxy carbonyl, cycloheteroalkyloxy carbonyl, heteroarylalkyl, aminocarbonyl, substituted aminocarbonyl, alkylaminocarbonyl, arylaminocarbonyl, heteroarylalkenyl, cycloheteroalkyl-heteroarylalkyl; hydroxyalkyl, alkoxy, alkoxyaryloxy carbonyl, arylalkyloxy carbonyl, alkylaryloxy carbonyl, arylheteroarylalkyl, arylalkylarylalkyl, aryloxyarylalkyl, haloalkoxyaryloxy carbonyl, alkoxy carbonylaryloxy carbonyl, aryloxyaryloxy carbonyl, arylsulfinylaryl carbonyl, arylthioaryl carbonyl, alkoxy carbonylaryloxy carbonyl, arylalkenyloxy carbonyl, heteroaryloxyarylalkyl, aryloxyaryl carbonyl, aryloxyarylalkyloxy carbonyl, arylalkyl carbonyl, aryloxyalkyloxy carbonyl, arylalkylsulfonyl, arylthiocarbonyl, arylalkenylsulfonyl, heteroarylsulfonyl, arylsulfonyl, alkoxyarylalkyl, heteroarylalkoxy carbonyl, arylheteroarylalkyl, alkoxyaryl carbonyl, aryloxyheteroarylalkyl, heteroarylalkyloxyarylalkyl, arylarylalkyl, arylalkenylarylalkyl, arylalkoxyarylalkyl, aryl carbonylarylalkyl, alkylaryloxyarylalkyl, arylalkoxy carbonylheteroarylalkyl, heteroarylarylalkyl, aryl carbonylheteroarylalkyl, heteroaryloxyarylalkyl, arylalkenylheteroarylalkyl, arylaminoarylalkyl, aminocarbonylarylalkyl;

Y is CO_2R^4 where R^4 is H or alkyl [.,.] or a prodrug ester, or ~~Y is a phosphinic acid of the structure $P(O)(OR^{4a})R^5$ where R^{4a} is H or a prodrug ester, R^5 is alkyl or aryl, or a phosphonic acid of the structure $P(O)(OR^{4a})_2$;~~

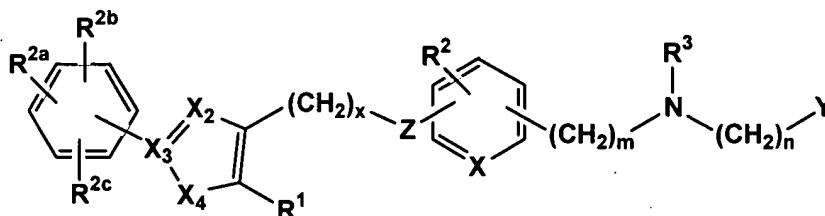
$(CH_2)_x$, $(CH_2)_x^1$, $(CH_2)_x^2$, $(CH_2)_x^3$, $(CH_2)_x^4$, $(CH_2)_m$, and $(CH_2)_n$ may be optionally substituted with 1, 2 or 3 substituents selected from alkyl, alkenyl, halogen, cyano, hydroxy, alkoxy, amino, thioalkyl, keto, C_3 - C_6 cycloalkyl, alkyl carbonylamino or alkyl carbonyloxy;

and wherein the term "heteroaryl" alone or as part of another group refers to a 5- or 6-membered aromatic ring which includes 1, 2, 3 or 4 heteroatoms which is nitrogen, oxygen or sulfur, and such rings optionally fused to an aryl, cycloalkyl, heteroaryl or cycloheteroalkyl ring;

the term "cycloheteroalkyl" alone or as part of another group refers to a 5-, 6- or 7-membered saturated or partially saturated ring which includes 1 to 2 heteroatoms which is nitrogen, oxygen or sulfur, and such rings optionally fused to a cycloalkyl, aryl, heteroaryl or cycloheteroalkyl ring;

and all stereoisomers thereof, a prodrug ester thereof, or a pharmaceutically acceptable salt thereof,

and specifically excluding the structure as shown below:

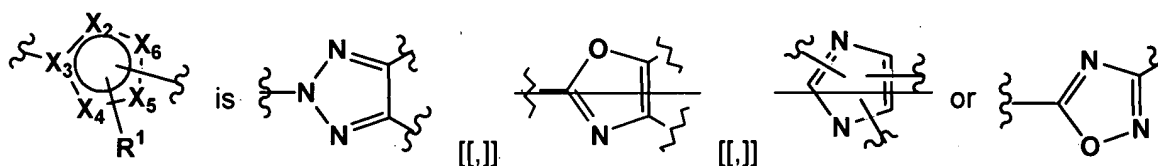


where $X_2 = N$, $X_3 = C$, $X_4 = O$ or S , $Z = O$ or a bond.

Claims 2-4. (Cancelled).

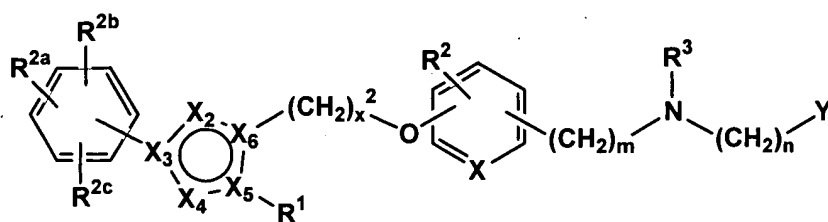
Claim 5. (Original) The compound as defined in Claim 1 wherein B is a bond.

Claim 6. (Previously Presented) The compound as defined in Claim 1 wherein

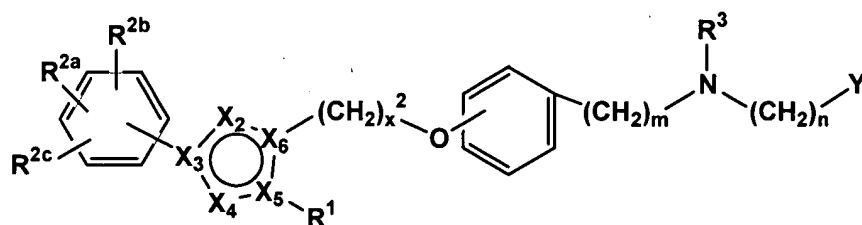


Claim 7. (Original) The compound as defined in Claim 1 wherein R^3 is arylalkyloxycarbonyl, arylheteroarylalkyl, aryloxyarylalkyl, arylalkyl, aryloxycarbonyl, haloaryl-oxycarbonyl, alkoxyaryloxycarbonyl, alkylaryloxycarbonyl, aryloxyaryloxycarbonyl, heteroaryloxyarylalkyl, heteroaryloxycarbonyl, aryloxyarylcarbonyl, arylalkenyloxycarbonyl, cycloalkylaryloxycarbonyl, arylalkylarylcarbonyl, heteroaryl-heteroarylalkyl, cycloalkyloxyaryloxycarbonyl, heteroaryl-heteroarylcarbonyl, arylalkylsulfonyl, arylalkenylsulfonyl, alkoxyarylalkyl, arylthiocarbonyl, cycloheteroalkylalkyloxycarbonyl, cycloheteroalkyloxycarbonyl, or polyhaloalkylaryloxy-carbonyl, which may be optionally substituted.

Claim 8. (Previously Presented) The compound as defined in Claim 1 which has the structure



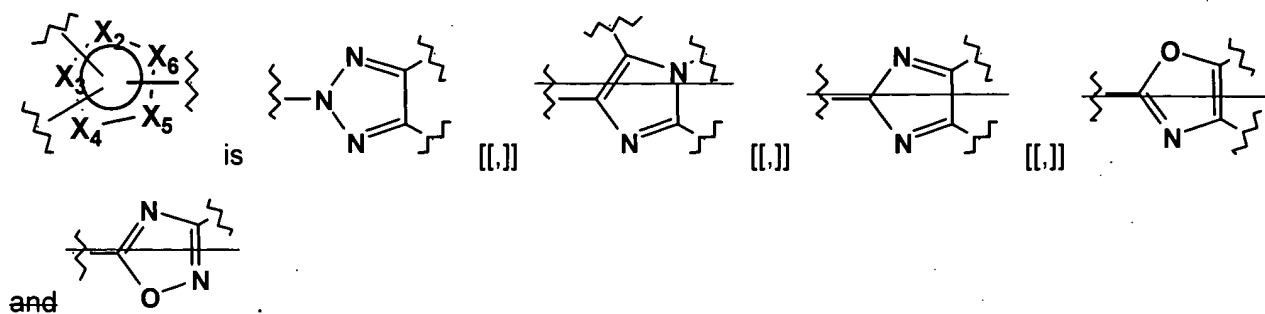
Claim 9. (Previously Presented) The compound as defined in Claim 1 which has the structure



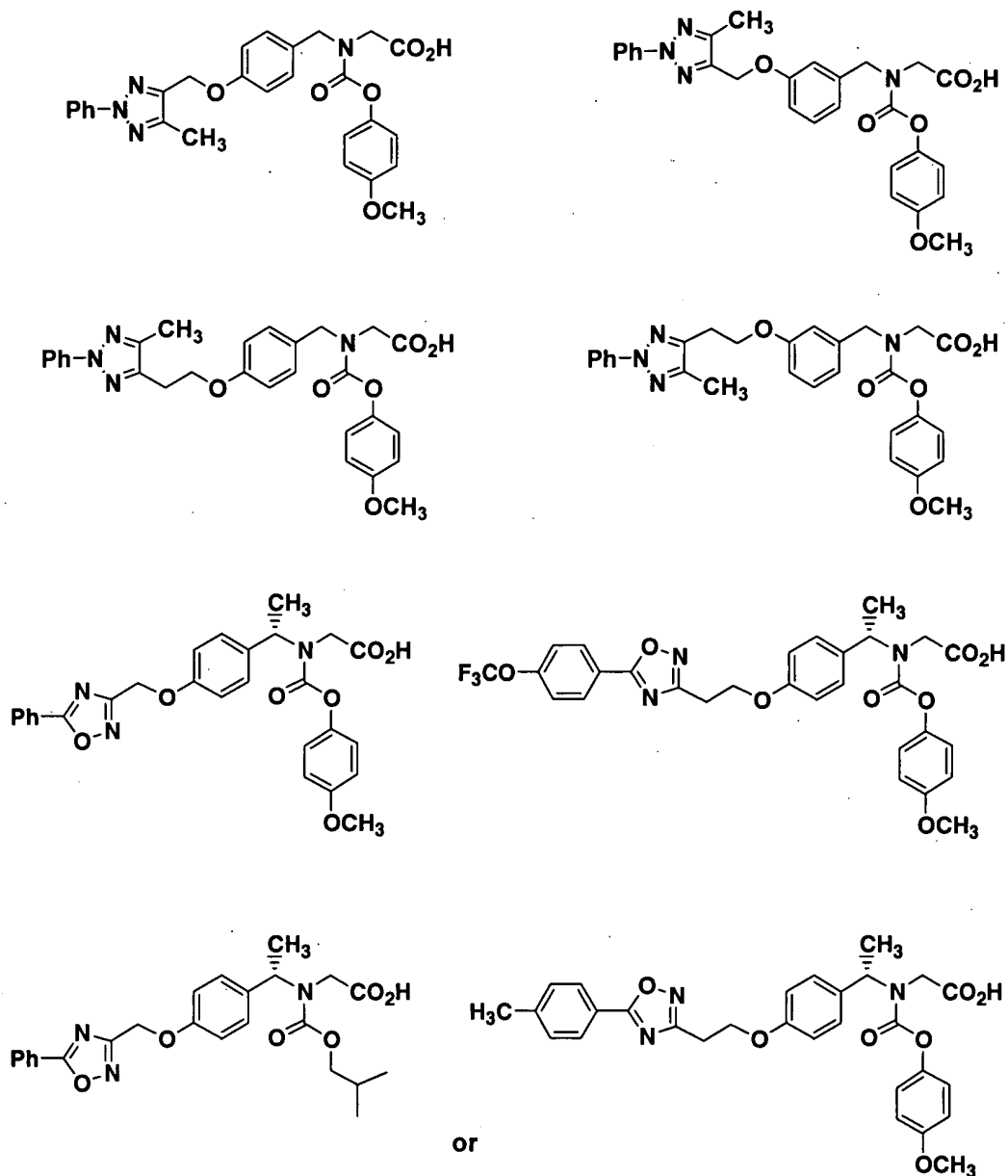
Claim 10. (Original) The compound as defined in Claim 9 wherein R^{2a}, R^{2b} and R^{2c} are each H; R¹ is alkyl, x² is 1 to 3; R² is H; m is 0 or (CH₂)_m is CH₂ or CHOH or CH-alkyl, X is C, X₂, X₃, X₄, X₅ and X₆ represent a total of 1, 2 or 3 nitrogens, (CH₂)_n is a bond or CH₂ and R³ is alkoxyaryloxycarbonyl.

Claim 11. (Original) The compound as defined in Claim 10 wherein R¹ is CH₃ and R³ is methyloxyphenyloxycarbonyl.

Claim 12. (Currently Amended) The compound as defined in Claim 1 wherein



Claim 13. (Previously Presented) The compounds as defined in Claim 1 having the structure



Claim 14. (Original) A pharmaceutical composition comprising a compound as defined in Claim 1 and a pharmaceutically acceptable carrier therefor.

Claim 15. (Previously Presented) A method for treating diabetes, or Type 2 diabetes, insulin resistance, hyperglycemia, hyperinsulinemia, elevated blood levels of fatty acids or glycerol, hyperlipidemia, obesity, hypertriglyceridemia, inflammation, Syndrome X, diabetic complications,

dysmetabolic syndrome, and atherosclerosis, which comprises administering to a patient in need of treatment a therapeutically effective amount of a compound as defined in Claim 1.

Claim 16. (Cancelled).

Claim 17. (Original) A pharmaceutical combination comprising a compound as defined in Claim 1 and a lipid-lowering agent, a lipid modulating agent, an antidiabetic agent, an anti-obesity agent, an antihypertensive agent, a platelet aggregation inhibitor, and/or an antiosteoporosis agent.

Claim 18. (Original) The combination as defined in Claim 17 wherein the antidiabetic agent is 1, 2, 3 or more of a biguanide, a sulfonyl urea, a glucosidase inhibitor, a PPAR γ agonist, a PPAR α/γ dual agonist, an SGLT2 inhibitor, a DP4 inhibitor, an α P2 inhibitor, an insulin sensitizer, a glucagon-like peptide-I (GLP-I), insulin and/or a meglitinide, the anti-obesity agent is a beta 3 adrenergic agonist, a lipase inhibitor, a serotonin (and dopamine) reuptake inhibitor, a thyroid receptor agonist, an α P2 inhibitor, a cannabinoid receptor-1 antagonist and/or an anorectic agent, the lipid lowering agent is an MTP inhibitor, an HMG CoA reductase inhibitor, a squalene synthetase inhibitor, a fibric acid derivative, an upregulator of LDL receptor activity, a lipoxygenase inhibitor, a farnesoid receptor (FXR) agonist, a liver X receptor (LXR) agonist, a CETP inhibitor or an ACAT inhibitor, the antihypertensive agent is an ACE inhibitor, angiotensin II receptor antagonist, NEP/ACE inhibitor, calcium channel blocker and/or β -adrenergic blocker.

Claim 19. (Original) The combination as defined in Claim 18 wherein the antidiabetic agent is 1, 2, 3 or more of metformin, glyburide, glimepiride, glipryride, glipizide, chlorpropamide, gliclazide, acarbose, miglitol, pioglitazone, rosiglitazone, balaglitazone, insulin, GI-262570, isaglitazone, JTT-501, NN-2344, L895645, YM-440, R-119702, AJ9677, repaglinide, nateglinide, KAD1129, AR-HO39242, GW-409544, KRP297, AZ-242, AC2993, LY315902, P32/98 and/or NVP-DPP-728A, the anti-obesity agent is orlistat, ATL-962, AJ9677, L750355, CP331648, sibutramine, topiramate, axokine, dexamphetamine, phentermine, phenylpropanolamine, rimonabant (SR-141716) and/or mazindol, the lipid lowering agent is pravastatin, lovastatin, simvastatin, atorvastatin, fluvastatin, itavastatin, visastatin, rosuvastatin, pitavastatin, fenofibrate, gemfibrozil, clofibrate, avasimibe, ezetimibe, TS-962, MD-700, cholestagel, niacin and/or LY295427, the antihypertensive agent is an ACE inhibitor which is captopril, fosinopril, enalapril, lisinopril, quinapril, benazepril, fentiapril, ramipril or moexipril; an NEP/ACE inhibitor which is omapatrilat, [S[(R*,R*)]-

hexahydro-6-[(2-mercapto-1-oxo-3-phenylpropyl)amino]-2,2-dimethyl-7-oxo-1H-azepine-1-acetic acid (gemopatrilat) or CGS 30440;

an angiotensin II receptor antagonist which is irbesartan, losartan, telmisartan or valsartan; amlodipine besylate, prazosin HCl, verapamil, nifedipine, nadolol, propranolol, carvedilol, or clonidine HCl, the platelet aggregation inhibitor is aspirin, clopidogrel, ticlopidine, dipyridamole or ifetroban.